

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
v.)	C. A. No. 05-298-JJF
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHESKY, E. JOHN P. BROWNE,)	
D. JAMES GUZY, REED E. HUNDT,)	<u>PUBLIC VERSION</u>
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANREW S. GROVE,)	
and INTEL CORPORATION,)	
)	
Defendants.)	

**DECLARATION OF ANDREW S. GROVE
IN SUPPORT OF DEFENDANTS' OPPOSITION
TO MOTION FOR SUMMARY JUDGMENT**

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Attorneys for Defendants

Dated: August 8, 2005
Public Version dated: August 9, 2005

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FRANK D. SEINFELD,)	
)	
Plaintiff,)	
)	
vs.)	Case No.: 05-298 (JJF)
)	
CRAIG R. BARRETT, CHARLENE)	
BARSHIEFSKY, E. JOHN P. BROWNE,)	Jury Trial Demanded
D. JAMES GUZY, REED E. HUNDT,)	
PAUL S. OTELLINI, DAVID S. POTTRUCK,)	
JANE E. SHAW, JOHN L. THORNTON,)	
DAVID B. YOFFIE, ANDREW S. GROVE, and)	
INTEL CORPORATION,)	
)	
Defendants)	

**DECLARATION OF ANDREW S. GROVE IN SUPPORT OF
DEFENDANTS' OPPOSITION TO MOTION FOR SUMMARY JUDGMENT**

I, Andrew S. Grove, declare as follows:

1. I have personal knowledge of the facts stated in this declaration and, if called as a witness, I could and would testify competently to those facts.

Background

2. I was a member of the Board of Directors ("Board") of Intel Corporation ("Intel") from 1974 to May 18, 2005, and Chairman of the Board from 1997 to May 18, 2005. I did not stand for re-election at Intel's 2005 Annual Meeting held on May 18, 2005. I currently serve as Senior Advisor to Executive Management of Intel.

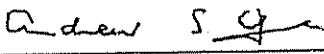
3. I participated in founding Intel in 1968 and served as Vice President and Director of Operations through 1974. I became an Executive Vice President in 1975 and was Chief Operating Officer from 1976 to 1987. I was President from 1979 to 1997 and Chief Executive Officer from 1987 to 1998.

The 2005 Proxy Statement

REDACTED

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on July 16, 2005



Andrew S. Grove


IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I do hereby certify that, on August 8, 2005, the within document was filed under seal with the Clerk of Court using CM/ECF which will send notification of such filing to the following; that the document was served on the following counsel as indicated; and that the document is available for viewing and downloading from CM/ECF.

HAND DELIVERY

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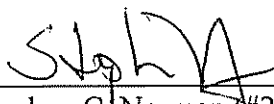
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